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AND REQUIRE YOUR IMMEDIATE ATTENTION**

If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, as amended, if you are in the UK or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your ordinary shares in RC365 Holding Plc (the **Company**), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was affected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into the United States, Canada, Australia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the laws of such jurisdiction. If you have sold or transferred only part of your holding of shares in the Company, please retain this document and the accompanying Form of Proxy and contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

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**RC365 HOLDING PLC**

*(incorporated in England and Wales with company number 13289422)*

**Notice of Annual General Meeting**

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**This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company, which sets out the directors' recommendations.**

**Notice of the Annual General Meeting of RC365 Holding Plc to be held at 5:00 p.m. (Hong Kong Time)/ 10:00 a.m. (UK Time) on Tuesday 10 September 2024 at Room I, 17/F, MG Tower, 133 Hoi Bun Road, Kwun Tong, Hong Kong is set out at the end of this document. Shareholders are requested to complete, sign and return the Form of Proxy accompanying this document to the Company's registrar, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible but in any event so as to be received by no later than 5:00 p.m. (Hong Kong Time) /10:00 a.m. (UK Time) on 6 September 2024 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). The return of a proxy appointment will not preclude a Shareholder from attending and voting at the Annual General Meeting in person should he or she subsequently decide to do so.**

## LETTER FROM THE CHAIRMAN

### RC365 HOLDING PLC

*(Incorporated and Registered in England and Wales, with company number 13289422)*

#### Directors:

Robert Alan Cairns (Non-Executive Chairman)  
Chi Kit LAW (Chief Executive Officer)  
Timothy Wai Yiu TANG (Chief Finance Officer)  
Ajay Kumar Rajpal (Non-Executive Director)  
Iain Andrew Muir (Non-Executive Director)

#### Registered office:

Cannon Place  
78 Cannon Street  
London  
EC4N 6AF  
United Kingdom

15 August 2024

**Dear Shareholder,**

#### **Annual Report 2024 and Annual General Meeting**

I am pleased to enclose the 2024 Annual Report and Accounts and the formal Notice of the 2024 Annual General Meeting (the "**AGM**") of RC365 Holding Plc (the "**Company**") to be held at Room I, 17/F, MG Tower, 133 Hoi Bun Road, Kwun Tong, Hong Kong on Tuesday 10 September 2024 at 5:00 p.m. (Hong Kong Time)/10:00 a.m. (UK Time).

In addition to those directors seeking reappointment, as previously announced, I have decided not seek reappointment. I have served as a Non-Executive Chairman and Chair of the Audit Committee since the Company listed in March 2022. I'm delighted to welcome Iain Muir as the new Chair of the Company.

On 4 March 2024, RC365 Holding Plc (the "Company") announced that, it had entered into an unsecured Convertible Loan Note ("CLN") with Mill End Capital Limited (the "Lender") for up to £4 million. The net proceeds of the unsecured loan will be used for the continuing development of the Company's existing operations with particular focus on expanding operations in Malaysia, Japan and the UK.

The resulting number of Ordinary Shares to be issued shall be calculated at a price per Ordinary Share ("Conversion Price") equal to 80% of the lowest closing volume-weighted average price ("VWAP") of an Ordinary Share over five trading days ending prior to the date of service of the Conversion Notice. To date, the Company has drawn down £1,000,000 of the CLN and £500,000 has been converted into equity.

To enable the Company to issue any remaining new Ordinary Shares required under the CLN, the Company is required to obtain the relevant Directors' authorities, which requires the approval of the shareholders of the Company at the Annual General Meeting. Authorities obtained at the General Meeting on 27 March 2024 expire on conclusion of this Annual General Meeting.

#### **Annual General Meeting**

Enclosed with this Circular is a Form of Proxy for use by Shareholders. Information on the completion and return of Forms of Proxy is set out below and in the notes to the Notice of AGM.

The purpose of the Annual General Meeting is to consider and, if thought fit, pass the Resolutions, in each case as set out in full in the Notice of AGM.

## Resolutions

Resolutions 1 to 8 inclusive will be proposed as ordinary resolutions and Resolutions 9 and 10 will be proposed as special resolutions of the Company.

- Resolution 1** To receive and adopt the audited financial statements for the year ended 31 March 2024 and the Reports of the Directors' and Auditors' thereon.
- Resolution 2** To approve the Remuneration Committee Report, as set out on pages 22 and 23 of the Annual Report.
- Resolution 3** To re-appoint LB Group Limited as auditors of the Company, and to authorise the directors to determine their remuneration.
- Resolution 4** To re-appoint Chi Kit Law as a Director of the Company
- Resolution 5** To re-appoint Ajay Kumar Rajpal as a Director of the Company.
- Resolution 6** To re-appoint Timothy Wai Yiu Tang as a Director of the Company
- Resolution 7** To re-appoint Iain Andrew Muir as a Director of the Company who has been appointed as a director with effect from 15 August 2024 and, being eligible, offers himself for re-appointment.
- Resolution 8** To authorise the directors to allot ordinary shares.
- Resolution 9** To dis-apply statutory pre-emption provisions to enable the directors in certain circumstances to allot ordinary shares for cash other than on a pre-emptive basis.
- Resolution 10** To dis-apply statutory pre-emption provisions to enable the directors in certain circumstances to allot ordinary shares for cash other than on a pre-emptive basis for the purposes of financing a transaction or capital investment.

## Form of Proxy

Your proxy may be submitted online by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form), or by post by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (ignoring any part of the day that is not a working day) before the time appointed for the meeting, being 5:00 p.m. (Hong Kong Time)/10:00 a.m. (UK Time) on 10 September 2024, or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to the Notes of the Notice of AGM and Form of Proxy.

## Recommendation

The Board considers that the Resolutions set out in the Notice of AGM are in the best interests of the Company and of its Shareholders as a whole and unanimously recommend shareholders to vote in favour of the Resolutions, as each of the directors intends to do in respect of their own beneficial holdings.

Yours sincerely,

**Robert Alan Cairns**  
**Non-Executive Chairman**

## **RC365 HOLDING PLC**

*(Registered in England and Wales with company number 13289422)*

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of RC365 Holding Plc (the "**Company**") will be held on Tuesday 10 September 2024 at 5:00 p.m. (Hong Kong Time)/10:00 a.m. (UK Time) at Room I, 17/F, MG Tower, 133 Hoi Bun Road, Kwun Tong, Hong Kong. The business of the meeting will be to consider and, if thought appropriate, passing the following resolutions, of which Resolutions 1 to 8 inclusive will be proposed as ordinary resolutions and Resolutions 9 and 10 will be proposed as special resolutions of the Company.

#### **ORDINARY RESOLUTIONS**

1. To receive and adopt the audited financial statements for the year ended 31 March 2024 and the Reports of the Directors' and Auditors' thereon.
2. To approve the Remuneration Committee Report, as set out on pages 22 and 23 of the Annual Report.
3. To reappoint LB Group Limited as auditors of the Company and to authorise the directors to determine their remuneration.
4. To reappoint Chi Kit Law as a Director of the Company.
5. To reappoint Ajay Kumar Rajpal as a Director of the Company.
6. To reappoint Timothy Wai Yiu Tang as a Director of the Company.
7. To re-appoint Iain Andrew Muir as a Director of the Company who has been appointed as a director with effect from 15 August 2024 and, being eligible, offers himself for re-appointment.
8. That pursuant to Section 551 of the Companies Act 2006, the Directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £719,157.37 being approximately one-half of the current issued share capital of the Company provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) except that the Directors may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights granted after the expiry of such period and the Directors may allot shares or grant rights in pursuance of that offer or agreement as if this authority had not expired.

#### **SPECIAL RESOLUTIONS**

9. That, subject to the passing of resolution 8 above, the Directors be empowered pursuant to section 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 8 above as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:

- (a) the allotment of equity securities in connection with any offer by way of rights or an open offer of relevant equity securities in connection with any offer by way of rights or an open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with the laws or requirements of any regulatory or other authority in any jurisdiction; and
- (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £359,578.68 being approximately 25 per cent. of the current issued share capital of the Company.

Provided that the powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company (the "Section 571 Period") but so that the company may at any time prior to the expiry of the Section 571 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

10. That, subject to the passing of resolution above, the Directors be empowered pursuant to section 571 of the Act and in addition to any authority granted under resolution 5, to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 6 above as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:
- (a) up to an aggregate nominal amount of £359,578.68 being approximately 25 per cent. of the current issued share capital of the Company; and
  - (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which Directors determine to be an acquisition or other capital investment and which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

Provided that the powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company (the "Section 571 Period") but so that the company may at any time prior to the expiry of the Section 571 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

BY ORDER OF THE BOARD

MSP Corporate Services Limited  
**Company Secretary**  
15 August 2024

**Registered office:**

Cannon Place  
78 Cannon Street  
London  
EC4N 6AF

## **Notes to the Notice of Annual General Meeting**

1. Shareholders will only be entitled to attend and vote at the Annual General Meeting if they are registered as the holders of Ordinary Shares at 5:00 p.m. (Hong Kong Time)/10:00 a.m. (UK Time) on Friday 6 September 2024. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to vote at the adjourned meeting is 48 hours (ignoring any part of a day that is not a working day) prior to the date and time fixed for the adjourned meeting. Changes to entries on the register of members of the Company later than the time and date falling 48 hours (ignoring any part of a day that is not a working day) prior to the meeting (or any adjournment thereof) will be disregarded in determining the rights of any person to vote at the meeting.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.
3. You can register your vote(s) for the Annual General Meeting either:
  - by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form);
  - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX using the proxy form accompanying this notice;
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 6 to 9 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 5:00 p.m. (Hong Kong Time)/10:00 a.m. (UK Time) on 6 September 2024.

4. Shareholders can:
  - appoint a proxy or proxies and give proxy instructions by voting online or returning the enclosed form of proxy by post (see note 5); or
  - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 6).
5. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX so as to be received no later than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for holding the meeting. Completion of the proxy does not preclude a shareholder from subsequently attending and voting at the meeting if he or she so wishes. In the case of a shareholder which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID:7RA36) no later than 5:00 p.m. (Hong Kong Time)/10:00 a.m. (UK Time) on 6 September 2024, or, in the event of an adjournment of the Annual General Meeting, 48 hours (ignoring any part of a day that is not a working day) before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider(s), to procure that his/her CREST



sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
11. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
12. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.
13. In order to revoke a proxy appointment, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later 5:00 p.m. (Hong Kong Time)/10:00 a.m. (UK Time) on 6 September 2024, or 48 hours (ignoring any part of a day that is not a working day) before any adjourned meeting.
14. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
15. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
16. Any person to whom this Notice of Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a **Nominated Person**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of Proxies in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.
17. Any shareholder attending a meeting of the Company has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting, but no such answer need be given if:
  - a. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - b. the answer has already been given on a website in the form of an answer to a question; or
  - c. it is undesirable in the interests of the Company or the good order of the meeting that the questions be answered.
18. As at 14 August 2024, being the latest practicable date before publication of this notice, the Company had 143,831,474 ordinary shares in issue. Each ordinary share carries one vote, and the Company holds no ordinary shares in treasury. Therefore, the total number of voting rights in the Company as at 14 August 2024 is 143,831,474.